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CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WOMEN'S ENERGY MATTERS

A California Nonprofit Public Benefit Corporation

The undersigned certify that:

1. That they are the President and Secretary, respectively, of Women's Energy Matters, a California nonprofit public benefit corporation (the "Corporation").

2. That the Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

I. NAME

The name of the corporation is Women's Energy Matters.

II. PURPOSE

(a) This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The general purpose of this corporation is to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, provided that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

(b) The specific purposes for which this corporation is organized are (i) to create an international network of people, particularly but not exclusively women, who will educate themselves and others about all aspects of energy-including personal energy and food as well as technological energy-focusing on the need to make a rapid transition away from energy forms that damage the personal and ecological environment, and towards energy forms that can be sustained indefinitely and promote jobs, peace, prosperity and democracy, (ii) to develop and implement renewable energy and energy-efficiency projects, (iii) to represent the interests of consumers in administrative and judicial proceedings concerning public utilities matters, and (iv) to carry on other charitable and educational activities associated with these purposes as permitted by law.

III. AGENT OF SERVICE

INTENTIONALLY OMMITTED

IV. LIMITATION OF CORPORATE ACTIVITIES

(a) This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

V. DIRECTORS

The number of directors and the manner in which directors shall be chosen and removed from office, their qualifications, powers, duties, term of office, the manner of filling vacancies on the board of directors and the manner of calling and holding meetings of directors shall be as stated in the bylaws.

VI. DEDICATION AND DISPOSITION

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable or educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

3. That the amendment has been approved by the Board of Directors.

4. That the Board of Directors alone was entitled to adopt the foregoing amendment.

5. That the Corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: _____, 2005

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Barbara George, President

_____
Sarah Seeds Willner, Secretary